

COHN LIFLAND PEARLMAN
HERMANN & KNOPF LLP
PETER S. PEARLMAN
MATTHEW F. GATELY
250 Pehle Avenue, Suite 401
Saddle Brook, NJ 07663
Telephone: 201/845-9600
201/845-9423 (fax)
psp@njlawfirm.com

Attorneys for Plaintiffs

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

In re COGNIZANT TECHNOLOGY	)	No. 2:17-cv-01248-WHW-CLW
SOLUTIONS CORPORATION)	
DERIVATIVE LITIGATION	)	STIPULATION AND [PROPOSED]
	)	ORDER CONSOLIDATING
	)	ACTIONS, APPOINTING LEAD
This Document Relates To:	)	PLAINTIFF AND LEAD COUNSEL,
	)	AND SETTING SCHEDULE FOR
ALL ACTIONS.	)	CONSOLIDATED COMPLAINT
	)	AND RESPONSE

[Caption continued on following page.]

JOSH SCHAUFELBERGER, et al.,	)	No. 2:19-cv-08289-WHW-CLW
Trustees of the EMPLOYERS &)	
LABORERS LOCALS 100 AND 397)	
PENSION FUND, Derivatively on Behalf)	
of COGNIZANT TECHNOLOGY)	
SOLUTIONS CORPORATION,)	
)	
Plaintiffs,)	
)	
vs.)	
)	
FRANCISCO D'SOUZA, et al.,)	
)	
Defendants,)	
)	
– and –)	
)	
COGNIZANT TECHNOLOGY)	
SOLUTIONS CORPORATION, a)	
Delaware corporation,)	
)	
Nominal Defendant.)	
)	

WHEREAS, on June 20, 2017, pursuant to stipulation, this Court consolidated three related shareholder derivative actions brought on behalf of Cognizant Technology Solutions Corporation (“Cognizant” or the “Company”) – *Lautzenheiser v. Abdalla, et al.*, No. 2:17-cv-01248-WHW-CLW, *Graniero v. Coburn, et al.*, No. 2:17-cv-02421-SDW-LDW, and *Hoy v. Coburn, et al.*, No 2:17-cv-03331-WHW-CLW – under the caption *In re Cognizant Technology Solutions Corporation Derivative Litigation*, No. 2:17-cv-01248-WHW-CLW (the “*In re Cognizant Action*”);

WHEREAS, on May 23, 2017, the Employers & Laborers Locals 100 and 397 Pension Fund (“Laborers”) made a demand on the Cognizant Board of Directors to inspect the books and records of the Company pursuant to 8 Del. C. §220;

WHEREAS, on January 31, 2018, Laborers issued a second demand on the Cognizant Board of Directors seeking to inspect the books and records of the Company pursuant to 8 Del. C. §220;

WHEREAS, pursuant to a confidentiality agreement between Laborers and Cognizant executed on June 15, 2018, and amended on March 8, 2019 (the “Confidentiality Agreement”), Cognizant produced materials to Laborers in response to its January 31, 2018 inspection demand;

WHEREAS, on March 11, 2019, relying in part on the materials provided by Cognizant, plaintiffs Josh Schaufelberger, Brian Hayden, Tim Keeley, Robert

Calhoun, Glyn Ramage, Robert Green, Steven Tyler and Michael Testerman, in their capacities as Trustees of the Laborers (together, the “Laborers Trustees”), filed under seal a shareholder derivative complaint, captioned *Schaufelberger, et al. v. D’Souza, et al.*, No. 2:19-cv-08289-WHW-CLW (the “*Laborers Action*”), and a joint motion to seal related thereto;

WHEREAS, on March 12, 2019, as directed by the Order Granting the Joint Motion to Seal the Verified Shareholder Derivative Complaint, the *Laborers Action* plaintiffs filed a public redacted version of their complaint;

WHEREAS, the complaints in the *Laborers Action* and the *In re Cognizant Action* make factual allegations and involve issues that are substantially the same;

WHEREAS, the Laborers Trustees, the *In re Cognizant Action* plaintiffs, and Defendants (together, “the Parties”) have met and conferred and agree that it is in the interest of judicial and litigant economy, as well as the interest of Cognizant itself, to consolidate the *Laborers Action* and the *In re Cognizant Action*;

WHEREAS, to facilitate consolidation, Cognizant has agreed to produce to the *In re Cognizant Action* plaintiffs the same materials it provided to Laborers in response to the Laborers’ January 31, 2018 inspection demand if the *In re Cognizant Action* plaintiffs sign a confidentiality agreement with Cognizant that includes the same terms as the Confidentiality Agreement;

WHEREAS, the second amended complaint in a securities class action lawsuit, captioned *In re Cognizant Technology Solutions Corporation Securities Litigation*, No. 2:16-cv-06509-WHW-CLW (the “Securities Class Action”), also pending before this Court, arises out of similar transactions and events and makes similar factual allegations as the complaints in the *Laborers* Action and the *In re Cognizant* Action; and

WHEREAS, the Parties have met and conferred and agree that it is in the interest of judicial and litigant economy to temporarily stay the *Laborers* Action and the *In re Cognizant* Action pending this Court’s decision on the Securities Class Action defendants’ anticipated motions to dismiss.

THEREFORE, IT IS STIPULATED AND AGREED by the Parties, through their respective counsel of record, as follows:

I. CONSOLIDATION

1. The above-captioned actions are consolidated for all purposes (hereafter, the “Consolidated Derivative Action”), including pre-trial proceedings, trial, and appeal.

2. The Consolidated Derivative Action shall bear the following caption:

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

In re COGNIZANT TECHNOLOGY	)	No. 2:17-cv-01248-WHW-CLW
SOLUTIONS CORPORATION)	
DERIVATIVE LITIGATION)	
_____)	
This Document Relates To:)	
ALL ACTIONS.)	
_____)	

3. All papers filed in connection with the Consolidated Derivative Action shall be filed only in Civil Action No. 2:17-cv-01248-WHW-CLW.

4. All related actions that are subsequently filed in, or transferred to, this Court shall be automatically consolidated into the Consolidated Derivative Action, and this [Proposed] Order, including the management structure designated within, shall apply to each and every such related action.

5. Defendants and nominal defendant Cognizant are not required to respond to any complaint that has already been filed in any action consolidated into the Consolidated Derivative Action.

**II. APPOINTMENT OF LEAD PLAINTIFF, LEAD COUNSEL
AND LIAISON COUNSEL FOR PLAINTIFFS**

1. The Laborers Trustees and John Lautzenheiser shall be appointed as Lead Plaintiffs for plaintiffs in the Consolidated Derivative Action.

2. Robbins Geller Rudman & Dowd LLP and Federman & Sherwood shall be appointed Lead Counsel for plaintiffs in the Consolidated Derivative Action.

3. Cohn Lifland Pearlman Herrmann & Knopf LLP shall be appointed Liaison Counsel for plaintiffs in the Consolidated Derivative Action.

4. Lead Counsel and Liaison Counsel shall have the authority to speak for plaintiffs in matters regarding pre-trial and trial procedure and settlement negotiations, and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of the Consolidated Derivative Action.

III. SCHEDULE AND STAY

1. All proceedings in the Consolidated Derivative Action shall be stayed pending an order from the United States District Court for the District of New Jersey on defendants' motions to dismiss the second amended complaint in the Securities Class Action.

2. Within thirty (30) days of the United States District Court for the District of New Jersey's order on any motion to dismiss the second amended complaint in the Securities Class Action, Lead Plaintiffs shall file and serve a consolidated complaint or designate an existing complaint to serve as the operative complaint in the Consolidated Derivative Action.

3. Defendants and nominal defendant Cognizant shall have thirty (30) days from the filing of a consolidated complaint or the designation of an operative

complaint to move to continue the stay or to answer, move to dismiss, or otherwise respond in the Consolidated Derivative Action.

4. If any Defendant or nominal defendant Cognizant moves to continue the stay, the Consolidated Derivative Action shall remain stayed pending a decision by the Court on such motion to stay. If the Court declines to continue the stay, then Defendants and nominal defendant Cognizant shall have thirty (30) days from the date of any such determination by the Court to answer, move to dismiss or otherwise respond in the Consolidated Derivative Action.

5. If Defendants or nominal defendant Cognizant move to dismiss the Consolidated Derivative Action, Lead Plaintiffs shall have thirty (30) days to file and serve oppositions to any motions to dismiss. Defendants and nominal defendant Cognizant shall then have thirty (30) days to file and serve reply briefs, if any.

6. Lead Plaintiffs may file, and Defendants and nominal defendant Cognizant will not oppose, a motion to lift the stay in the event that a related derivative action arising from the same facts and circumstances is filed in any court other than United States District Court for the District of New Jersey and is not stayed or otherwise deferred under terms substantially similar to those set forth in this Stipulation and [Proposed] Order. In the event the stay is lifted under such circumstances, Lead Plaintiffs shall have thirty (30) days to file and serve a consolidated complaint or to designate an existing complaint to serve as the

operative complaint. Defendants and nominal defendant Cognizant shall then have thirty (30) days to answer, move to dismiss, or otherwise respond.

DATED: May 9, 2019

COHN LIFLAND PEARLMAN
HERRMANN & KNOPF LLP
PETER S. PEARLMAN
MATTHEW F. GATELY

s/ PETER S. PEARLMAN
PETER S. PEARLMAN

250 Pehle Avenue, Suite 401
Saddle Brook, NJ 07663
Telephone: 201/845-9600
201/845-9423 (fax)

ROBBINS GELLER RUDMAN
& DOWD LLP
BENNY C. GOODMAN III
ERIK W. LUEDEKE
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

CAVANAGH & O'HARA
BRITT W. SOWLE
101 West Vandalia Street, Suite 245
Edwardsville, IL 62025
Telephone: 618/692-5250
618/692-5254 (fax)

Counsel for Plaintiffs Josh
Schaufelberger, Brian Hayden, Tim
Keeley, Robert Calhoun, Glyn Ramage,
Robert Green, Steven Tyler and Michael
Testerman

DATED: May 9, 2019

KANTROWITZ, GOLDHAMER,
GRAIFMAN, P.C.
GARY S. GRAIFMAN

s/ GARY S. GRAIFMAN
GARY S. GRAIFMAN

747 Chestnut Ridge Road
Chestnut Ridge, NY 10977
Telephone: 845/365-2570

FEDERMAN & SHERWOOD
WILLIAM B. FEDERMAN
10205 North Pennsylvania Avenue
Oklahoma City, OK 73120
Telephone: 405/235-1560
405/239-2112 (fax)
wbfb@federmanlaw.com

DATED: May 9, 2019

Counsel for Plaintiff John Lautzenheiser
THE WEISER LAW FIRM, P.C.
ROBERT B. WEISER
BRETT D. STECKER
JAMES M. FICARO

s/ BRETT D. STECKER
BRETT D. STECKER

22 Cassatt Avenue
Berwyn, PA 19312
Telephone: 610/225-2677
610/408-8062 (fax)
rw@weiserlawfirm.com
bds@weiserlawfirm.com
jmf@weiserlawfirm.com

Counsel for Plaintiff Michael S. Graniero,
III

DATED: May 9, 2019

GARDY & NOTIS, LLP
JENNIFER SARNELLI
JAMES S. NOTIS

s/ JENNIFER SARNELLI
JENNIFER SARNELLI

560 Sylvan Avenue, Suite 3085
Englewood Cliffs, NJ 07632
Telephone: 201/567-7377
jsarnelli@gardylaw.com
jnotis@gardylaw.com

HYNES KELLER & HERNANDEZ,
LLC
MICHAEL J. HYNES
LIGAYA T. HERNANDEZ
101 Lindenwood Drive, Suite 225
Malvern, PA 19355
Telephone: 484/875-3116
mhynes@hkh-lawfirm.com
lhernandez@hkh-lawfirm.com

BRAGAR EAGEL & SQUIRE, P.C.
TODD H. HENDERSON
MELISSA A. FORTUNATO
885 Third Avenue, Suite 3040
New York, NY 10022
Telephone: 212/308-5858
henderson@bespc.com
fortunato@bespc.com

Counsel for Plaintiff Marjorie A. Hoy

DATED: May 9, 2019

GOODWIN PROCTER LLP
BRIAN E. PASTUSZENSKI (*pro hac*
vice)
DANIEL ROESER (*pro hac vice*)
CHARLES A. BROWN

s/ CHARLES A. BROWN
CHARLES A. BROWN

The New York Times Building
620 Eighth Avenue
New York, NY 10018
Telephone: 212/813-8800
212/355-3333 (fax)
bpastuszenski@goodwinlaw.com
droeser@goodwinlaw.com
cbrown@goodwinlaw.com

Counsel for Defendants Francisco
D'Souza, John E. Klein, Zein Abdalla,
Maureen Breakiron-Evans, Jonathan
Chadwick, John N. Fox, Jr., Leo S.
Mackay, Jr., Michael Patsalos-Fox,
Robert E. Weissman, Thomas M. Wendel,
Lakshmi Narayanan, Karen McLoughlin,
and Nominal Defendant Cognizant
Technology Solutions Corporation

DATED: May 9, 2019

TANNENBAUM KEALE LLP
JAMES H. KEALE

s/ JAMES H. KEALE
JAMES H. KEALE

Three Gateway Center, Suite 1301
100 Mulberry Street
Newark, New Jersey 07102
Telephone: 973/242-0002
973/242-8099 (fax)
jkeale@tktrial.com

JONES DAY
ROBERT C. MICHELETTO (*pro hac*
vice)
NINA YADAVA
(*pro hac vice forthcoming*)
SARAH D. EFRONSON (*pro hac vice*)
250 Vesey Street
New York, NY 10281
Telephone: 212/326-3939
212/755-7306 (fax)
rmicheletto@jonesday.com
nyadava@jonesday.com
sefronson@jonesday.com

Counsel for Defendant Gordon J. Coburn

DATED: May 9, 2019

PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP
THEODORE V. WELLS, JR.
ANDREW J. EHRLICH
(*pro hac vice pending*)
ALISON R. BENEDON

s/ THEODORE V. WELLS, JR.
THEODORE V. WELLS, JR.

1285 Avenue of the Americas
New York, NY 10019-6064
Telephone: 212/373-3166
212/492-0166 (fax)
twells@paulweiss.com
aehrlich@paulweiss.com
abenedon@paulweiss.com

Counsel for Defendant Steven E.
Schwartz

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 14 May 2019


THE HONORABLE WILLIAM H. WALLS
UNITED STATES DISTRICT JUDGE